

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) **Chapter 11**
)
W. R. GRACE & CO., et al.,¹) **Case No. 01-1139 (JKF)**
) **(Jointly Administered)**
Debtors.)

**DECLARATION OF ALADDIN GHAFARI IN SUPPORT OF MACERICH FRESNO
LIMITED PARTNERSHIP'S MOTION FOR SUMMARY JUDGMENT WITH
RESPECT TO THE DEBTORS' FIFTEENTH OMNIBUS OBJECTION
(SUBSTANTIVE) TO ASBESTOS PROPERTY DAMAGE CLAIMS ON BASES OF
STATUTE OF LIMITATIONS, LACHES, AND ASSUMPTION OF RISK**

1. I am the Senior Environmental Project Manager for The Macerich Management Company. I have held this position since early 1997. My duties include, among other things, ensuring that all activities and work undertaken at properties owned by The Macerich Company and its subsidiaries comply with federal, state and local environmental laws. In carrying out these duties, it is my responsibility to ensure the proper management, including where necessary, the abatement, of asbestos-containing materials ("ACM") at the Fresno Fashion Fair mall ("Mall"), a shopping center owned by a subsidiary of The Macerich Company, Macerich Fresno Limited Partnership (collectively "Macerich").

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. I am informed and believe that in 1987, Macerich purchased a limited ownership interest in the Mall. Macerich disposed of its ownership interest in 1988, but continued to manage the Mall from 1988 to the present. In 1996, Macerich purchased the Mall, and it is the current owner.

3. The Mall has two wings, the East Wing and the West Wing. What is now referred to as the East Wing is the original mall structure, which I am informed and believe was constructed in 1970. The West Wing was built in 1982. Each wing contains numerous small retail spaces and a few large retail spaces, in addition to common areas. Macerich leases each of the retail spaces to retail businesses.

4. The East Wing presently contains 65 small retail spaces, three large retail spaces for anchor stores (collectively, "retail spaces"), and a common area (the "common area").

5. Macerich maintains records in the ordinary course of business with respect to the condition and maintenance of the East Wing facilities. It is part of my responsibilities to assure that such records are maintained and accurate. From my review of those business records, I am informed and believe that an asbestos survey of the East Wing of the Mall was performed in 1988 (the "1988 Survey"). The 1988 Survey indicated that the spray-applied fireproofing ("SAFP") on structural beams and cross members and some columns in the East Wing contained asbestos, and that most of the walls and studs behind existing dry walls were covered with SAFP over-spray. These beams and cross members are generally located in the ceiling cavity and walls of retail spaces, and in the common areas of the Mall. The 1988 Survey indicated that there was some delamination of the fireproofing on those structural beams, at locations within the East Wing. Limited air sampling conducted in connection with the 1988 Survey detected the presence of asbestos fibers, but at levels below Federal and California regulatory thresholds. I am informed and believe that the results of the 1988 Survey indicated the presence of asbestos-containing material at the Mall, but did not identify conditions that required abatement of the fireproofing material throughout the Mall structure.

6. From my review of the business records, I am also informed and believe that, in 1996, Macerich commissioned another asbestos survey of the East Wing of the Mall (the "1996 Survey"), which was conducted in connection with Macerich's purchase of the Mall. Like the 1988 Survey, the 1996 Survey identified asbestos-containing SAFP on the structural beams and cross members throughout the East Wing of the Mall (except for six retail spaces that had been abated during 1992 and 1995). The 1996 Survey determined that the condition of the SAFP remained generally adequate. The results of air sampling also continued to indicate that ambient air asbestos levels were below regulatory thresholds. Thus, the condition of the SAFP did not require immediate abatement of the SAFP.

7. The presence of the asbestos-containing SAFP, while not presenting a condition that required immediate removal to avoid health risks to the workers and public at the Mall, has interfered with Macerich's use of the Mall. Disturbance and removal of asbestos-containing SAFP is subject to Federal and California law pertaining to the disturbance and removal of asbestos-containing material. Applicable Federal and California law includes: section 112 of the Clean Air Act (42 U.S.C. § 7412) and associated federal regulations at Part 61, Subpart M of Title 40 of the Code of Federal Regulations; section 6300 et seq. of the California Labor Code and associated regulations in Title 8 of the California Code of Regulations; and Rule 4002 of the San Joaquin Valley Unified Air Pollution Control District. These authorities establish a number of requirements for activities that may disturb friable asbestos, including notification of appropriate agencies; worker training; protective work practices; asbestos isolation and containment procedures; spent waste disposal methods; and hazardous waste manifesting requirements.

8. Each time a retail space "turns over" – i.e., when the existing tenant leaves- Macerich prepares the space for the new tenant's arrival according to the new tenant's specifications as provided in the lease. In some cases, the new tenant requires that Macerich renovate the space by repairing walls and ceiling tiles and repainting the space. Additionally, in situations where new tenants take their spaces "as is," these tenants frequently require that

Macerich deliver the spaces free of asbestos. As discussed above, the 1988 Survey and the 1996 Survey identified asbestos-containing SAFP on structural members throughout the Mall, and on adjacent areas as well due to "overspray" in the original application process, with friable asbestos identified in various locations. Macerich was also aware that, over time, the asbestos-containing SAFP might deteriorate, and lose its adhesion to the structural beams. Therefore, Macerich understood that while the existing condition of the SAFP would not require abatement, Macerich was likely to disturb friable asbestos each time Macerich renovated a retail space or the common areas. In addition, Macerich also understood that, if a tenant required the delivery of an asbestos-free space, Macerich would have to remove the SAFP from the space.

9. To prevent friable asbestos-containing SAFP from releasing asbestos particles into the air during a renovation or an asbestos abatement required by an incoming tenant, Macerich is required to establish special asbestos handling methods, and it removes all of the asbestos-containing SAFP from the structural members before the new tenant moves in. In addition, in order to access the asbestos-containing SAFP, Macerich must remove the walls and ceiling tiles to expose the structural members on which the SAFP was applied as well as areas of overspray, and replace them when the abatement has been completed.

10. Macerich has been required to expend substantial sums of money and staff time to comply with the legal requirements pertaining to removal of asbestos each time that it has renovated a retail space during a tenant turn-over. Moreover, compliance with the asbestos removal requirements added weeks to each turn-over, thereby reducing the period of time for which Macerich was able to collect rents for spaces that required abatement. Macerich expects to incur similar costs and interference with its use of the Mall during future abatement of retail spaces.

11. It is not reasonable or commercially feasible for Macerich to remove asbestos-containing SAFP from a retail space while that space is occupied by a tenant. First, for each retail space, Macerich enters into a lease with the tenant. In general, the lease restricts Macerich's ability to enter a retail space for the purpose of conducting renovations. Second, as

described in paragraph 9, in order to remove asbestos-containing SAFP from the structural members, Macerich must remove the walls and ceiling tiles. This would require that Macerich order a tenant to vacate the retail space, including the removal of all its retail stock, display furniture, equipment and other supplies, until the asbestos abatement was completed and the walls and ceiling tiles were replaced. The entire asbestos abatement process (including the removal and replacement of walls and ceilings) can take up to a month, or even longer for larger spaces, severely disrupting the tenant's business.

12. In 2003, Macerich renovated the common areas in the East Wing of the Mall. As part of this work, Macerich removed the asbestos-containing SAFP on the structural members in the common area, at a cost of approximately \$1.2 million.

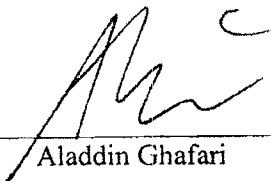
13. On March 31, 2003, Macerich filed a Proof of Claim in the instant W.R. Grace bankruptcy proceeding (Exhibit 1). Macerich estimated that its present and future property damages associated with the asbestos-containing SAFP at the Mall would total approximately \$8 million. By the end of 2006, Macerich had removed the asbestos-containing SAFP from 58 of the 65 retail spaces in the East Wing of the Mall, at a total cost of approximately \$2.75 million. Going forward, Macerich must remove the asbestos-containing SAFP from 7 retail stores, plus two large anchor stores, in the East Wing. The current estimated cost of that additional abatement is \$4.5 million.

14. At my direction, Sigma Incorporated, an asbestos abatement consulting firm carried out an analysis of the asbestos-containing SAFP on the structural and cross beams at the East Wing, and compared the composition of the material on the beams with the composition of Zonolite Mono-Kote. Sigma reported that its analysis indicated that the composition of the fireproofing material on the beams was consistent with the composition of Zonolite Mono-Kote, a W.R. Grace product. On or about July 15, 2003, Macerich submitted an amendment to its March 31, 2003 Proof of Claim, attaching the Sigma report as evidence identifying the asbestos-containing SAFP at the Mall as Zonolite Mono-Kote, a product manufactured by W.R. Grace. I

have attached a summary of the Sigma report (Exhibit 2), which was included as part of the materials I submitted with the amendment to the March 31, 2003 Proof of Claim.

I declare under penalty of perjury under the laws of the United States of America and the State of California that the foregoing is true and correct.

Dated: February 15, 2007



Aladdin Ghafari

Exhibit 1

RECEIVED

APR 09 2003

W.R. GRACE & CO. ASBESTOS PROPERTY DAMAGE PROOF OF CLAIM FORM

*The United States Bankruptcy Court for the District of Delaware
In re: W.R. Grace & Co., et al., Debtors, Case No. 01-01139 (JKF)
(Jointly Administered)*

SUBMIT COMPLETED CLAIMS TO:

Claims Processing Agent
Re: W.R. Grace & Co. Bankruptcy
PO Box 1620
Faribault, MN 55021-1620

For a complete list of the Debtors in this case, please see "The Debtors" section of the *General Instructions for Completing Proof of Claim Forms*. The Debtors in this case are collectively referred to in this document as "Grace".

If you have a current claim against Grace for property damage allegedly resulting from asbestos from a Grace product (*other than Zonolite Attic Insulation*), **THIS ASBESTOS PROPERTY DAMAGE PROOF OF CLAIM FORM MUST BE RECEIVED ON OR BEFORE 4:00 P.M. EASTERN TIME ON MARCH 31, 2003**, or you will be forever barred from asserting or receiving payment for your claim.

M	A	C	E	R	I	C	H	F	R	E	S	N	O	L	I	M	I	T	E	D	P	A	R	T	N	E	R	S	H	I	P
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9	5	-	4	6	0	6	9	1	2
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Other names by which claiming party has been known (such as maiden name or married name):

[illegible]

7

[illegible]

MI

[illegible][illegible]

MI

GENDER: ☐ MALE ☐ FEMALE

[illegible][illegible]

C	A
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9	0	4	0	1
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[illegible]

Country

(Province) (Postal Code)

PART 2: ATTORNEY INFORMATION

The claiming party's attorney, if any (You do not need an attorney to file this form):

[illegible][illegible][illegible][illegible]

MI

Mailing Address:[illegible][illegible]

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Telephone:

(Province) (Postal Code)

1. *Chlorophyll a* (Chl *a*)

$$\left(\begin{array}{|c|} \hline \square \\ \hline \end{array} \right) \begin{array}{|c|} \hline \square \\ \hline \end{array} - \begin{array}{|c|} \hline \square \\ \hline \end{array}$$

Area Code

9276101

1010867

A. Real Property For Which A Claim Is Being Asserted (continued)

If yes, please specify the dates and description of such renovations.

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Year

Description Demolition of ceiling & flooring in tenant spaces.

2	0	0	3
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Year

Description Demolition of ceiling & flooring in common area.

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Year

Description See Attachment A.

11. To the best of your knowledge, have any other interior renovations been completed on the property during any other period of time which affected any asbestos on the property?

☒ Yes ☐ No

If yes, please specify the dates and descriptions of such renovations.

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Year

Description Various rebuilds of tenant spaces at turnovers.

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Year

Description See Attachment A.

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Year

Description

B. Claim Category

12. For which category are you making a claim on the property?

- ☒ Category 1: Allegation with respect to asbestos from a Grace product in the property
☐ Category 2: Allegation with respect to one of Grace's vermiculite mining, milling or processing operations

- If you checked Category 1 in question 12, complete section C.
- If you checked Category 2 in question 12, complete section D.

C. Category 1 Claim: Allegation With Respect To Asbestos From A Grace Product In The Property

13. For what alleged asbestos-containing product(s) are you making a claim?

or ☒ Monokote-3 fireproofing insulation

☒ Other Specify: Further investigation is required. See Attachment A.

(For a list of the brand names under which Grace manufactured products that may have contained commercially added asbestos, see Exhibit 2 to the Claims Bar Date Notice provided with this Proof of Claim Form.)

14. When did you or someone on your behalf install the asbestos containing product(s) in the property?

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Year

☒ I did not install the product(s)

15. If you or someone on your behalf did not install the asbestos containing product(s), to the best of your knowledge, when was/were the product(s) installed?

1	9	6	9
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Year

☐ Don't know.

9276103

1010867

25. If you responded Yes to question 22. or 24. and you have not supplied documents, please specify the dates and descriptions of any such efforts.

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Year

Description

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Year

Description

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Year

Description

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26. Have you or anyone on your behalf ever conducted any testing or sampling for the presence of asbestos or other particulates in the property?

☒ Yes☐ No**If Yes, Attach All Documents Related To Any Testing Of The Property.**

27. If you responded Yes to question 26., but you have not provided documents, indicate who may have possession or control of such testing documents or where such documents may be located.

See Attachment B.

28. If you or someone on your behalf did not conduct any testing or sampling for the presence of asbestos or other particulates on the property, to the best of your knowledge, did anyone else conduct such testing or sampling with respect to the property?

☐ Yes☐ No

29. If you responded Yes to question 26. or 28. and you have not supplied related documents, please describe when and by whom and the type of testing and/or sampling (e.g. air, bulk and dust sampling).

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Year

Company/Individual

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Type of testing:

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Year

Company/Individual

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Type of testing:

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Year

Company/Individual

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Type of testing:

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30. Has the Grace product or products for which you are making this claim ever been modified and/or disturbed?

☒ Yes☐ No

31. If yes, specify when and in what manner the Grace product or products was modified and/or disturbed?

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Year

Description

Asbestos abatement in tenant spaces.

2	0	0	3
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Year

Description

Asbestos abatement in common areas.

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Year

Description

See Attachment A.

36. How did you first learn of the presence of asbestos on your property?

Attach all documents relating or referring to the presence of asbestos on the property. If the documents are too voluminous to attach, attach a summary of the documents indicating the name of each document, date of each document, a brief description of the document, the location of the document, and who has possession or control of the document.

If you provide a summary of the documents rather than the documents themselves, you are required to consent to the production and release of those documents to Grace upon Grace's further request.

37. If you do not have any documents relating or referring to the presence of asbestos on the property, explain why not and indicate who may have possession or control of any such documents with respect to the property.

38. Have you or anyone on your behalf made an effort to remove, contain and/or abate the asbestos on your property?

☐ Yes ☐ No

If Yes, attach all documents relating or referring to such efforts. If the documents are too voluminous to attach, attach a summary of the documents indicating the name of each document, date of each document, a brief description of the document, the location of the document, and who has possession or control of the document.

If you provide a summary of the documents rather than the documents themselves, you are required to consent to the production and release of those documents to Grace upon Grace's further request.

39. If you do not have any documents relating or referring to the removal, containment and/or abatement of the asbestos on your property, explain why not and indicate who may have possession and control of such documents with respect to the property.

40. If you or someone on your behalf did not make an effort to remove, contain and/or abate the asbestos on your property, to the best of your knowledge, did anyone else make such an effort?

☐ Yes ☐ No

PART 4: ASBESTOS LITIGATION AND CLAIMS**A. INTRODUCTION**

1. Has any asbestos-related property damage lawsuit or claim been filed against Grace on behalf of this claiming party relating to the property for which you are making this claim?

- ☒ No
☐ Yes – lawsuit
☐ Yes – non-lawsuit claim (other than a workers' compensation claim)

2. Has any asbestos-related property damage lawsuit or claim been filed against any other party on behalf of this claiming party relating to the property for which you are making this claim?

- ☐ No
☒ Yes – lawsuit
☐ Yes – non-lawsuit claim (other than a workers' compensation claim)

If an asbestos-related property damage lawsuit has been filed by or on behalf of this claiming party relating to the property for which you are making a claim, complete Section B. below.

If an asbestos-related property damage non-lawsuit claim has been made by or on behalf of this claiming party relating to the property for which you are making a claim, complete Section C. on the following page.

B. LAWSUITS

1. Please provide the following information about each asbestos-related property damage lawsuit which has been filed relating to the property for which you are making this claim or attach a copy of the face page of each complaint filed.

a. Caption Federal - Mogul Global, Inc. et al.

b. Court where suit originally filed: D E L A W A R E Docket No.: 01-10578
County/State

c. Date filed: 03-03-2003
Month Day Year

a. Caption

b. Court where suit originally filed: Docket No.:
County/State

c. Date filed: - -
Month Day Year

a. Caption

b. Court where suit originally filed: Docket No.:
County/State

c. Date filed: - -
Month Day Year

(Attach additional pages if necessary.)

ATTACHMENT A

As required by the Bar Date Order, Macerich asserts this claim against W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.). However, Macerich's claim may be against one or more of the other Debtors. Macerich will amend its claim when and if it learns that this claim should have been asserted against a Debtor other than W. R. Grace & Co.

Item 10.

Each tenant of the property is responsible for its own "build-out" of leased space. Each time a space rolls-over, Macerich removes the ceiling and flooring (including all asbestos containing fireproofing) from that space and provides a clean shell to the new tenant.

Beginning in January 2003, Macerich has been removing the ceiling and flooring (including all asbestos containing fireproofing) from the property's common areas as part of ongoing renovations. The project is expected to take approximately six months.

Macerich estimates its total costs for removing asbestos containing fireproofing from the property to be \$8 million. Macerich bases this estimate on expenses that it has incurred or that it anticipates it will incur for physical, economic or any other damage or injury to the property arising out of the installation, presence, removal or release of asbestos.

Item 11.

See Item 10.

Item 13.

In 1988, Macerich learned that asbestos containing fireproofing was present at the property. Macerich needs to investigate further to determine the brand name of that fireproofing. If it is determined that the Debtors did not produce the fireproofing present at the property, Macerich will withdraw this claim.

Item 31.

See Item 10.

ATTACHMENT B

EXISTING GENERAL REPORTS

FRESNO FASHION FAIR

As of March 24, 2003

THIS LIST DOES NOT INCLUDE PHASE I, PCA OR REPORTS NOT BINDED LOCATED IN FILES

REPORT TITLE	CONSULTANT	REPORT DATE	CONSULTANT PROJECT #
ACM SURVEY (D4)	ATC	2/23/98	#82128.6024
ACM MASTER SPECIFICATIONS (#IIO)	ATC	Apr-96	#82128.5010
ACM SURVEY	ATC	2/13/95	#82126.0344
ACM SURVEY	HLA	3/13/98	#40687.1
LIMITED ACM SURVEY (EDMONDS JEWELERS)	KRAZAN & ASSOC.	3/26/93	#E93-052
ACM MONITORING (G4A, G4B, D4)	ENV. INNOVATIONS	3/9/98	#213-872
ACM SURVEY (D15,G12,G13,G14)	HLA	6/29/98	41651.1
ROOFING AND FIREPROOFING ACM ABATEMENT	ATC	1/12/96	82126.0365
ACM Testing Space L-1 & Mezzanine above mechanical room	Wells Fargo	4/30/99	none given
ACM SURVEY SPACES D-1, E-17, E-18, M-7	HLA	8/24/99	47920.1
ACM SURVEY Spaces D2B,D5,E9,E17,F3 back hallway, F4,F5, F5A	Sigma	3/20/01	94779
ACM Survey Spaces D2A, G2, G3 & K7	Sigma	4/9/01	94798
ACM Survey Space Wells Fargo	Sigma	4/26/02	95191

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FRESNO FASHION FAIR ASBESTOS SURVEY

As of March 26, 2003

REF #	TENANT NAME	SPACE #	GLA	ACM	TYPE	CONDITION	STATUS	COMMENTS
DEI PROJECT #0208080010-1: 4/13/88								
1	COMMON AREA				Spray applied fireproofing at N.E. employee access corridor ceiling cavity.	Good		See 5/1993 & 7/1368 ACM reports.
	COMMON AREA: SEES	E4	1,375	POS	Spray applied fireproofing debris at N.E. emp. access corridor ceiling cavity.	Frable		
	COMMON AREA: BENETTON	E5	1,100	POS	Spray applied fireproofing debris at N.E. emp. access corridor ceiling cavity.	Good	Abated	Abated, see report HLA 3/8/99
	COMMON AREA: F.F. OPTICAL	E3	1,200	POS	Spray applied fireproofing debris at N.E. emp. access corridor ceiling cavity.			
	COMMON AREA: LANE BRYANT	F7	5,250	POS	Spray applied fireproofing debris at S.W. emp. access corridor ceiling cavity.	Frable		
	COMMON AREA: LANE BRYANT	F7	5,250	POS	Spray applied fireproofing at S.W. emp. access corridor ceiling cavity.	Good		
3	ROGER'S JEWELERS	D12	2,400	POS	Spray applied fireproofing in front of store.	Good		See 11/1991 & 5/1393 ACM reports.
5	COFFEES	G11		POS	Spray applied fireproofing.	Frable		See 2/14/92, 3/12/92, & 5/1993 ACM reports.
6	GOTTSCALK		13,500	POS	Spray applied fireproofing on beam, S.E. corner of ceiling cavity.	Abated		Abated 6 & 7/96; See 5/1993, 12/96 & 4/96 ACM reports
				POS	Spray applied fireproofing in column middle of ceiling cavity.	Abated		Abated 6 & 7/96 by Baker Pacific; monitored by Gale/Jordan
				POS	Spray applied fireproofing debris on catwalk, middle of ceiling cavity.	Abated		Abated 6 & 7/96 by Baker Pacific; monitored by Gale/Jordan
				POS	Spray applied fireproofing in women's dept.	Abated		Abated 6 & 7/96 by Baker Pacific; monitored by Gale/Jordan
7	J.C. PENNEY			POS	Spray applied fireproofing on beam in fan room.	Good		See 5/1993 ACM report
				POS	Spray applied fireproofing on beam in stairwell leading to air handler units.	Frable		
				POS	Spray applied fireproofing in N.E. emergency stairwell, 2F.	Good		
9	KAUFMANS			POS	Spray applied fireproofing on roof deck beams.	Frable		See 5/1993 ACM report
DEI PROJECT #0208080010-6: 7/13/88								
10	ABOVE 1 HOUR PHOTO	D20	1,500	POS	Spray applied fireproofing debris on beam in ceiling cavity.	Abated		See 5/1993, 3/13/88 ACM reports.
				POS	Spray applied fireproofing on column in ceiling cavity.	Abated		Abated by Northern & mont. by HLA rep. dated 3/26/99
11	SUZIES CASUALS	F3	2,616	POS	Spray on fireproofing.			See 5/1992 & 5/1993 ACM reports.
12	FOOT SCENE	E6	1,100	POS	Spray applied fireproofing.	Frable		See 5/1993, 3/13/88 ACM reports.
1	COMMON AREA	N/A	N/A	POS	Fireproofing	Semifrable		Debris present See 4/11/88 & 5/1993 ACM reports.
DEI PROJECT #0208080010-8: 9/6/88								
14	SAN FRANCISCO MUSIC BOX	F8	1,000	POS	Spray applied fireproofing overspray.	Frable		See 5/1993 & 10/6/95 ACM reports.
DEI PROJECT #0208080010-10: 7/13/88								
16	CARL'S JR.	E10	5,346	POS	Spray applied fireproofing near hatch at front.	Abated		See 3/20/90 & 5/1993 ACM reports. See HLA report 10/10/98
17	KINNEY SHOES	D11	4,200	POS	Spray applied fireproofing on roof deck beams.	Abated		Abated 9/91, F.P. abated by Northern & mont. By HLA 3/8/99
DEI PROJECT #0208080010-12: 3/20/90								
18	7	G2	1,400	POS	Spray applied fireproofing	Frable		Not abated. See 5/1993 & 4/9/01 ACM report
19	7	G3	1,000	POS	Spray applied fireproofing in sales area.			See 5/1993 & 4/9/01 ACM reports
20	THE LIMITED	E11			Spray applied fireproofing remains.			See 5/1993 ACM report
21	C.H. BAKER	E12	3,500	POS	Spray applied fireproofing on beams.	Frable		See 5/1993 ACM report
22	KUSHINS	G10	6,000	POS	Spray applied fireproofing.	Abated		See 5/1993 & 4/29/94 ACM reports.
								Abated 8/96 by PASC & monitored by ATC

10712808_2.XLS

FRESNO FASHION FAIR ASBESTOS SURVEY

PAGE 2

REF #	TENANT NAME	SPACE #	GLA	ACM	TYPE	CONDITION	STATUS	COMMENTS
DEI PROJECT #14208AB00010-13-10/9/90								
23	THE GAP	E18	3,900	POS	Spray applied fireproofing on roof deck beams.	Abated		Abated by PARC and monitored by Sigma JB 4/4/01
24	HOWARD & PHIL'S	E17	3,250	POS	Spray applied fireproofing on roof deck beams.	Abated		Abated by PARC and monitored by Sigma JB 6/20/01
25	THE WEARHOUSE - MRTW	E16	2,225	POS	Spray applied fireproofing on the roof deck beams.	Abated		Abated by PARC and monitored by Sigma JB 10/20/02
				POS	Spray applied fireproofing in upper level storage area.	Abated		See 5/19/93 & 10/6/95 ACM reports.
				POS	Spray app. fireproofing on column, upper level storage.	Abated		
26	THE WEARHOUSE - MRTW	E16	3,250	POS	Spray applied fireproofing on the roof deck beams.	Abated		See 5/19/93 & 6/2/94 ACM reports.
				POS	Spray applied fireproofing in the sales area.	Abated		Abated by PARC and monitored by Sigma JB 10/20/02
27	LIMITED EXPRESS	E8	3,063	POS	Spray applied fireproofing on the roof deck beams.	Abated		See 5/19/93 ACM report.
28	EDMOND'S JEWELERS	E15	4,200	POS	Spray applied fireproofing on the roof deck beams.	Abated		See 3/26/93 & 5/19/93 ACM reports.
29	SEE'S CANDIES	E4	1,375	POS	Spray applied fireproofing on the roof deck beams.	Abated		Abated by PARC and monitored by Sigma JB 10/20/02
30	SAN FRANCISCO COFFEE & TEA	G1	180	POS	Spray applied fireproofing on the roof deck beams.	Abated		See 5/19/93 ACM report.
31	ELLISON'S SHOES	E7	3,600	POS	Spray applied fireproofing on the roof deck beams.	Abated		See 5/19/93 ACM report.
32	PARKLANE HOSIERY	D15	600	POS	Spray applied fireproofing on the roof deck beams.	Abated		See 5/19/93 ACM report.
33	LETTIS MATERNITY	D19	900	POS	Spray applied fireproofing on the roof deck beams.	Abated		See HLA report dated 8/18/98
35	EARTH CRAFT	D9	3,600	POS	Spray applied fireproofing on the roof deck beams.	Abated		See 7/3/91, 5/19/93 & 6/29/98 ACM reports.
36	PETITES WEST	D7	2,345	POS	Spray applied fireproofing on the roof deck beams.	Abated		See 5/19/93 ACM report.
37	B. DALTON BOOKSTORE	D5	4,440	POS	Spray applied fireproofing on the roof deck beams.	Abated		See 5/19/93 ACM report.
38	LYNN'S HALLMARK	G7	3,573	POS	Spray applied fireproofing on the roof deck beams.	Abated		See 5/19/93 & 3/20/01 reports
				POS	Spray applied fireproofing big cross beams in storage.	Abated		Abated by PARC and monitored by Sigma JB dated 6/27/01
39	FOOTLOCKER	F4	4,509	POS	Spray applied fireproofing on the roof deck beams.	Abated		Abated 11/92.
40	FOXMOOR	E13	3,062	POS	Spray applied fireproofing on the roof deck beams.	Abated		See 7/2/91, 8/9/91, 5/19/93 & 3/13/98 ACM reports.
DEI PROJECT #14208AB0010-14-10/9/91								
43	CRABTREE & EVELYN	F10	500	POS	Spray applied fireproofing on roof deck beams.	Abated		See 5/19/93 ACM report.
				POS	Spray applied fireproofing debris in ceiling cavity.	Abated		
DEI PROJECT #14208AB002A-09/91								
45	GREAT HOT DOG EXPERIENCE	D14	1,210	POS	Spray applied fireproofing on roof deck beams.	Abated		See 5/19/93 ACM report.
LETTERS FROM CARTER HAWLEY MALE DATED 9/6/99								
47	WEINSTOCKS			POS	Spray on material on structural beams in elevator shaft.			See 5/19/93 ACM report.
				POS	Spray on fireproofing on beams and columns at each floor, with some overspray on decking.			
DEI PROJECT #14208AB003-9/99								
48	MORROWS NUT HOUSE	F9	510	POS	Spray applied fireproofing on roof deck beams.	Abated		See ACM report dated 5/19/93.
DEI PROJECT #14208AB004-11/9/99								
3	ROGERS JEWELERS	D12	2,400	POS	Spray applied fireproofing on structural framework.	Abated		See 4/11/99 & 5/19/93 ACM reports.

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FRESNO FASHION FAIR ASBESTOS SURVEY

REF #	TENANT NAME	SPACE #	GLA	ACM	TYPE	CONDITION	STATUS	COMMENTS
As of March 26, 2003								
DEI PROJECT #12008A0010: 10/00/92								
61	BENETTON	E5	1,100		Spray applied fireproofing (previous survey).	Frable		See 5/1993 ACM report
DEI PROJECT #12008A0011: 11/17/92								
4	WOOLWORTH	F5	45,921	POS	Spray applied fireproofing (previous survey).		Abated	See 4/11/88, 5/1993 & 3/2001 ACM reports. Abated by PARC and monitored by Sigma J.B. dated 6/17/02.
62	KAY BEE TOYS	G9	3,750	POS	Spray applied fireproofing (previous survey).		Abated	Fireproofing abated Feb/March 1996; See 5/1993 report
23	THE GAP	E18	3,900	POS	Spray applied fireproofing (previous survey).		Abated	Abated by PARC and monitored by Sigma J.B. dated 4/4/01
DEI PROJECT #D2088-0192: 5/1993								
Note: The purpose of this asbestos survey was to obtain an overall characterization of the mall. The results may not be adequate for construction purposes.								
47	WEINSTOCKS	A1	154,052	POS	Spray on material on structural beams in elevator shaft. Spray on fireproofing on beams and columns at each floor, with some overpray on decking.			See 9/5/89 ACM report DEI was not permitted access to Weinstock's. Positive materials listed are from previous surveys as reported by Carter Hawley Hale.
6	GOTTSCALK	B1	76,650	POS	Spray-applied fireproofing in mezz. ceiling cavity (30,000 sf).		Abated	Abated 6 & 7/96 by Baker Pacific; monitored by gale/jordan. See 4/11/88, 1/2/96 & 4/96 ACM reports
7	J.C. PENNEY	C1	153,769	POS	Spray applied fireproofing in mechanical room (50,000 sf).	Frable	Far	See 4/11/88 ACM report.
ATC PROJECT #82126.0363: 10/6/95								
69	OAK TREE	D8	2,400	POS	Fireproofing (200 sf)	Frable	Good	See 5/1993 ACM report
25	THE WEARHOUSE	E20	2,225	POS	Fireproofing (200 sf)	Frable	Good	See 10/9/90 & 5/1993 ACM reports
ATC PROJECT #85900.7538: 1/3/96								
6	FORMER GOTTSCALKS	B1	76,650	POS	Spray applied fireproofing (100,000 sf)		Abated	Abated 6 & 7/96 by Baker Pacific; monitored by gale/jordan
GALE/JORDAN ASSOCIATES, INC. #C196013: April 1996								
6	FORMER GOTTSCALKS	B1	76,650	POS	Fireproofing		Abated	Abated 6 & 7/96 by Baker Pacific; monitored by gale/jordan See 4/11/88, 5/1993 & 1/3/96 ACM reports
HLA PROJECT #47930.1: 3/13/98								
71	NATURALIZER	D13		POS	Fire proofing on beams and debris on ceiling tile (300 sf)		Abated	See 5/1993 report See HLA report dated 8/18/98
12	THINGS REMEMBERED	E5			Fire proofing on beams and debris on ceiling tile (300 sf)	Frable	Good	See 7/13/98 & 5/1993 reports
HLA PROJECT #47930.1: 8/24/98								
65	AMERICA THE BEAUTIFUL DREAMER	D1	7,500	POS	Fireproofing (1000 s.f.)		Abated	See reports 6/20/95 & 5/1993 Abated by APC & monitored by HLA, J.B. dated 12/20/99
24	FORMER HOWARD AND PHIL'S	E17	3,250	POS	Fireproofing (1000 s.f.)		Abated	Abated by PARC and monitored by Sigma, J.B. dated 6/20/01
23	M-FASIS	E18	3,900	POS	Fireproofing (2000 s.f.)		Abated	See reports 11/17/92, 10/9/97 & 6/20/95 Abated by APC & monitored by Sigma, J.B. dated 4/4/01

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FRESNO FASHION FAIR ASBESTOS SURVEY

REF # TENANT NAME SPACE # GLA ACM TYPE CONDITION STATUS COMMENTS

As of March 26, 2003

Supplemental limited survey									
123	VACANT	D2B	1,344	POS	Spray applied fireproofing on beams and columns (250 s.f.)	Frivable	Good		
75	WORK WORLD	E9	800	POS	Spray applied fireproofing on beams and columns (800 s.f.)	Frivable	Good	See 5/19/93 & 6/2/94	
11	CORRIDOR BEHIND F3			POS	Spray applied fireproofing (120 s.f.)	Frivable	Good		
39	AFTERTHOUGHTS	F4	1,000	POS	Spray applied fireproofing (500 s.f.)		Abated	Abated by PARC and monitored by Sigma JB dated 6/17/02	
4	WORLD FOOTLOCKER	F5	12,160	POS	Spray applied fireproofing in the corridor west of storage area (350 s.f.)		Abated	See reports 5/19/93, 11/17/92 & 4/11/98	
	THE GAP	F5A	7,500	POS	Spray applied fireproofing (3500 s.f.)	Frivable	Fair		

Sigma Engineering PROJECT #04798 - J90M									
9	PAYLESS SHOES	D2A	4,200	POS	Spray applied fireproofing on beams and columns (1100 s.f.)	Frivable	Fair		
18	CRESENT JEWELER	G2	1,400	POS	Spray applied fireproofing on beams and columns (1200 s.f.)	Frivable	Fair	See 3/20/90 & 5/19/93 reports	
19	JARMEN SHOES	G3	1,000	POS	Spray applied fireproofing (1000 s.f.)	Frivable	Fair	See 3/20/90 & 5/19/93 reports	

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ABATEMENT JOBBOOKS STATUS

FRESNO FASHION FAIR

As of March 24, 2003

REF #	SPACE	TENANT	CONSULTANT	REPORT DATE	CONSULTANT PROJECT #
	E13-E14	K G MEN'S STORE	ENVIRONMENTAL INNOVATION	6/23/97	213-814/815
	D5	B. DALTON BOOKSELLER	APC CONTRACTORS, INC	5/20/91	
		K G RETAIL	APC CONTRACTORS, INC		
		EDMONDS JEWELERS	CERTIFIED SPECIALISTS	4/30/91	
		GNC	RMC, INC	3/1/2/93	303/993-05
	2	VICTORIA'S SECRET	APC CONTRACTORS, INC	Sep-92	
		MRS. FIELDS	APC CONTRACTORS, INC.	Nov-92	
		BASKIN ROBBINS	PENCON	Aug-93	
		BASKIN ROBBINS	APC CONTRACTORS, INC	Oct-96	
		THE LIMITED	APC CONTRACTORS, INC	Nov-96	
		B. DALTON BOOKSELLER	APC CONTRACTORS, INC	8/5/92	
		GREAT HOT DOG EXPERIENCE	HMS, INC.	7/9/91	91-BD-0071-RM-19
	K3		ENVIRONMENTAL INNOVATION	4/8/92	213-428
			APC CONTRACTORS	2/13/97	
	F11	CRABTREE & EVELYN	DEI	2/5/93	D2889-0170
		TINDER BOX	ENVIRONMENTAL INNOVATION	8/24/92	213-467
		ELISON SHOES	ENVIRONMENTAL INNOVATION	11/17/92	213-494
		FORMER CENTER SERVICES	ENVIRONMENTAL INNOVATION	7/27/92	213-459
		FORMER MAD HATTER	ENVIRONMENTAL INNOVATION	6/2/95	213-653
		SBARRO'S	DEI	11/15/88	D208888010-5
	E4	SEE'S	DEI	2/26/92	D2088-0169
		GAP/AFTERTHOUGHT STORE	ENVIRONMENTAL INNOVATION	7/6/93	213-530
		JAY JABOBS	ENVIRONMENTAL INNOVATION	6/26/95	213-680
		COFFEE'S	ENVIRONMENTAL INNOVATION	4/8/92	213-427
	G2	FORMER JARMAN'S SHOES	HMS, INC	6/20/91	
	D19	LETTI'S MATERNITY SHOP	HMS, INC	6/20/91	
		MACY'S	GALE/JORDAN ASSOCIATES	MAY-JULY 96	CP96022
		MACY'S	GALE/JORDAN ASSOCIATES	JUL-96	CP96022.LBP
		EDMONDS JEWELRY	APC		
83	G5	FORMER MILLER'S OUTPOST	EIC	9/8/97	213-851
80,81,67	G4A,B,D4		EIC	3/9/98	213-872
		Gottschalks - Restaurant area	AES	JUL-98	N/A
71,32	D13,D15		HLA	8/18/98	41284.4
		Gottschalks:N. entrance roof deck	ACTION ENVIRONMENTAL SERVICES	10/8/98	none
	E-10	BODY AND BATH	HLA	10/10/98	41284.4
	D-4	K-G'S MEN'S STORE	CERTIFIED SPECIALISTS	6/24/91	
10	D-20		HLA	3/26/99	41284.4
17,74	D-11,E-3		HLA	3/8/99	41284.4
112	N-2		HLA	6/23/99	41284.4

ABATEMENT JOBBOOKS STATUS

FRESNO FASHION FAIR

As of March 24, 2003

REF #	SPACE	TENANT	CONSULTANT	REPORT DATE	CONSULTANT	PROJECT #
	D-11, E-3		HLA	12/20/99		49017.1
	E-18		SIGMA	4/4/01		94782
	E-17		SIGMA	6/20/01		94812
	K-7		SIGMA	6/20/01		94826
	d-5		SIGMA	7/27/01		94811
	M7		SIGMA	10/17/01		95017
	G8		SIGMA	2/26/02		95100
	F3, F4, F5		SIGMA	6/17/02		95200
	E15, E16		SIGMA	10/2/02		95248
	D9		SIGMA	9/18/02		95249

Exhibit 2

Name of Debtor: W.R. Grace & Co.
Case Number: 01-01139 (JKF)
Name of Creditor: Macerich Fresno Limited Partnership
Confirmation No.: CN00012758 3-31-2003

In March 2003, Macerich Fresno Limited Partnership ("Macerich") retained Sigma Engineering, Inc. ("Sigma") to analyze the asbestos-containing fire proofing materials that are present at the Fresno Fashion Fair. Sigma performed the analytical sampling on April 9, 2003 and determined that the sample of asbestos-containing material removed from the Fresno Fashion Fair had the same composition as "Zonolite Mono-Kote (MK-3)" manufactured by W.R. Grace & Co. (A copy of Sigma's analytical report is attached.) Accordingly, Macerich seeks to amend the Asbestos Property Damage Proof of Claim Form that it submitted on March 31, 2003 (Confirmation No. CN00012758 3-31-2003). With respect to Item 13 of that Form, Macerich has determined that the asbestos-containing product for which it made its claim was "Monokote-3 fireproofing insulation."

Macerich submits the attached analytical report as "Attachment C" to Macerich's Asbestos Property Damage Proof of Claim Form in Case No. 01-01139 (JKF).